



Heidrick & Struggles International, Inc.




HSII NASDAQ

Business Support / Supplies

Market Capitalization USD:

\$293.45 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: L. Kevin Kelly

Age: 46

CEO Since: 2006

	2009	2010	2011
Base Salary	\$770,000	\$840,000	\$840,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$338,000	\$0	\$655,200
Benefits and Perquisites	\$12,146	\$791	\$6,523
TOTAL ANNUAL COMPENSATION	\$1,120,146	\$840,791	\$1,501,723
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$828,450	\$1,050,020	\$1,550,017
TOTAL COMPENSATION	\$1,948,596	\$1,890,811	\$3,051,740
Median of Other Named Executive Officers Total Compensation	\$1,048,392	\$1,416,716	\$1,407,714
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$47,762	\$664,402	\$605,021
TOTAL REALIZED EQUITY COMPENSATION	\$47,762	\$664,402	\$605,021

Proxy Date: 17 Apr 2012

Annual Meeting Date: 24 May 2012

Equity Reserves: 15.56%

Stock Option Run Rate: 0.00%

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Performance Comparison

■ S&P500 ■ Industry ■ HSII



Peer Comparisons (TRBC) =Business Support / Supplies

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HSII	Heidrick & Struggles International, Inc.	\$1,948,596	\$1,890,811	\$3,051,740	\$293,452,816
HNI	HNI Corporation	\$2,846,663	\$3,989,669		\$858,483,083
SCS	Steelcase Inc.	\$1,756,593	\$2,240,371		\$821,366,459
EEFT	Euronet Worldwide, Inc.	\$3,727,296	\$2,565,935	\$3,808,909	\$807,235,580
PLXS	Plexus Corp.	\$2,744,922	\$4,333,740		\$801,478,806
HPY	Heartland Payment Systems, Inc.	\$7,171,998	\$6,306,950	\$4,466,424	\$773,457,682
MINI	Mobile Mini, Inc.	\$1,184,984	\$2,339,923		\$739,326,001

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

The Advisory Board Company, CIBER, Inc., The Corporate Executive Board Company, CRA International, Inc., FTI Consulting, Inc., Hudson Highland Group, Inc., Huron Consulting Group, Inc., Kforce, Inc., Korn/Ferry International, LECG Corp., Navigant Consulting, Inc., Resources Connection, Inc., Towers Watson, TrueBlue, Inc.

Performance Peer Group

2009-2011 Relative TSR Performance Stock Units: measured the Company's relative TSR performance against a selected group of companies.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Jill Kanin-Lovers	Chairman	60	Female	8	Outside
Garv E. Knell	Member	58	Male	5	Outside
Jane D. Hartlev	Member	62	Female	3	Outside
Mark Foster	Member	52	Male	1	Outside

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